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June 9, 2017

Via ECF and Hand

Hon. Valerie E. Caproni
United States District Judge
United States District Court for the
Southern District of New York
Thurgood Marshall U.S. Courthouse
40 Foley Square, Courtroom 443
New York, NY 10007-1312

Re: *Exxon Mobil Corp. v. Healey & Schneiderman*, 17-cv-2301-VEC

Dear Judge Caproni:

On behalf of Plaintiff Exxon Mobil Corporation ("ExxonMobil"), we respectfully request leave to file a consolidated brief of no more than 40 pages opposing the motions to dismiss filed and briefed separately by Attorneys General Eric Schneiderman and Maura Healey (the "Defendants"). ExxonMobil has conferred with the Defendants, who do not object to this application.

In its April 24, 2017 order, this Court "encourage[d] Plaintiff to file a consolidated brief" in response to the Defendants' separately filed motions to dismiss and invited ExxonMobil to "seek leave" to submit a "consolidated responsive brief in excess of the otherwise applicable page limit." (ECF No. 198 at 1 n.1.) Filing a consolidated opposition to both Defendants' motions, rather than two separate briefs, will streamline the briefing, facilitate an organized discussion of the points raised in Defendants' respective briefs, and avoid potential redundancies in addressing those issues that share a common set of facts.

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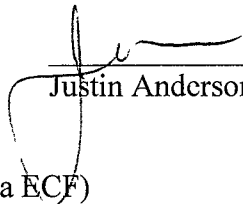
Hon. Valerie E. Caproni

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The Defendants have submitted briefs in support of their motions to dismiss that total 50 pages in length. Were ExxonMobil to file separate briefs, it too would be entitled to 50 pages of briefing, but those briefs would likely contain redundant discussions of the factual background, ripeness, and certain aspects of *Colorado River* abstention. Nevertheless, substantial portions of the Defendants' respective briefs are not redundant, including sections on preclusion, personal jurisdiction, and aspects of *Colorado River* abstention. ExxonMobil would be hard-pressed to address all the issues presented in both briefs within the otherwise applicable limit of 25 pages. We therefore request an enlargement of 15 pages so that all issues raised by the Defendants can be adequately addressed in a single brief of no more than 40 pages, which is 10 pages fewer than the combined total of the Defendants' briefing.

For the foregoing reasons, ExxonMobil respectfully requests that it be allowed to respond to the Defendants' respective motions to dismiss in a single consolidated brief of no more than 40 pages.

Respectfully submitted,


Justin Anderson

cc: All Counsel of Record (via ECF)